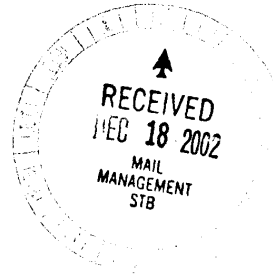




First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

December 13, 2002



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22581-T FILED

DEC 19 '02

9-20AM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Cascade and Columbia River Railroad
	One O'Hare Center		5300 Broken Sound Blvd., N.W.
	6250 River Road, Suite 5000		2 nd Floor
	Rosemont, IL 60018		Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is thirty-three (33) 4750 cubic foot capacity covered hopper cars, with FURX, NOKL, RUSX, and UMPX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(CSCD040)

ASSGN. NO.: CSCD040

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 13th day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 38 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 18, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 13th day of Nov., 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3th day of November, 2002.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22581-T FILED

DEC 19 '02 9-20 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger
Name: Sandra K. Franger
Title: VP - Contracts

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 4th day of November, 2002.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

I, Dorothy Singer, a Notary Public of the County and State aforesaid, certify that Sandra K. Franger personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2002.

Dorothy Singer
Notary Public

Commission Expires:

07-16-05
(Notary Public)



Dorothy Singer
Commission # **DD 031124**
Expires **July 16, 2005**
Bonded Through
Atlantic Bonding Co., Inc.

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-three (33)

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars with trough hatch covers and gravity gates

CAR NUMBERS: See below:

FURX 463158
FURX 821523
FURX 824275
FURX 824426
FURX 824477
FURX 827430
FURX 828044
FURX 830051
FURX 830123
FURX 830404
FURX 832107
FURX 832129
NDYX 475030
NDYX 475117
NOKL 822254
NOKL 822653
NOKL 826680
NOKL 828185
NOKL 828190
NOKL 828450
NOKL 829479
NOKL 829869
NOKL 829888
NOKL 830481
NOKL 830662
NOKL 830728
NOKL 830826
NOKL 830865
NOKL 831034
NOKL 831054
NOKL 832999
RUSX 488099
UMPX 483485
Count: 33